

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SANOFI-AVENTIS and
SANOFI-AVENTIS U.S. LLC,

Plaintiffs,

v.

C.A. No. 07-572 (GMS)

ACTAVIS SOUTH ATLANTIC LLC,
AUROBINDO PHARMA LTD.,
AUROBINDO PHARMA USA INC.,
MYLAN PHARMACEUTICALS INC., PAR
PHARMACEUTICAL, INC., RANBAXY
INC., RANBAXY LABORATORIES
LIMITED, SUN PHARMACEUTICAL
INDUSTRIES, INC., SUN
PHARMACEUTICAL INDUSTRIES LTD,
TEVA PHARMACEUTICALS USA, INC.,
TORRENT PHARMA INC. and TORRENT
PHARMACEUTICALS LIMITED,

Defendants.

**PLAINTIFFS' REPLY TO DEFENDANT AUROBINDO
PHARMA LTD.'S COUNTERCLAIMS**

Plaintiffs sanofi-aventis and sanofi-aventis U.S. LLC, for their Reply to the numbered paragraphs of the Counterclaims of Defendant Aurobindo Pharma Ltd. ("Aurobindo Ltd."), hereby state as follows:

1. Admitted, upon information and belief.

2. Admitted.

3. Admitted.

4. Admitted that Aurobindo Ltd. purports to state declaratory judgment counterclaims that arise under the Patent Laws of the United States, 35 U.S.C. § 1 *et seq.*, the Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202, and the Medicare Prescription Drug, Improvement, and Modernization Act of 2003, Pub. L. No 108-173, 117 Stat. 2066 (2003) (21

U.S.C. § 355(j) and 35 U.S.C. § 271(e)(5)), but denied that there is any factual or legal basis for these counterclaims.

5. Admitted.

6. Plaintiffs do not contest personal jurisdiction in this Court for this Action; to the extent that Paragraph 6 contains any other or further allegations, they are superfluous allegations to which no response is required.

7. Plaintiffs do not contest venue in this Court for this Action.

8. Admitted.

9. Admitted that sanofi-aventis is the assignee of the '491 patent and has a right to enforce the '491 patent.

10. Admitted, except denied that the '940 patent issued to anyone named Busto Arisizio.

11. Admitted that sanofi-aventis is an assignee and exclusive licensee of the '940 patent and has a right to enforce the '940 patent.

12. Admitted.

13. Admitted.

14. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Paragraphs 1-13 as though set forth specifically herein.

15. Admitted, except denied that there is any justiciable controversy as to the enforceability of the '491 patent.

16. Denied.

17. Denied.

18. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Paragraphs 1-17 as though set forth specifically herein.

19. Admitted.

20. Denied.

21. Denied.

22. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Paragraphs 1-21 as though set forth specifically herein.

23. Admitted, except denied that there is any justiciable controversy as to the enforceability of the '940 patent.

24. Denied.

25. Denied.

26. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Paragraphs 1-25 as though set forth specifically herein.

27. Admitted.

28. Denied.

29. Denied.

Wherefore, Plaintiffs deny that Aurobindo Ltd. is entitled to any relief, either as prayed for in its Counterclaims or otherwise.

Plaintiffs further deny each allegation contained in Aurobindo Ltd.'s Counterclaims that was not specifically admitted, denied, or otherwise responded to in this Reply to Defendant Aurobindo Pharma Ltd.'s Counterclaims.

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Jack B. Blumenfeld

Jack B. Blumenfeld (# 1014)
Maryellen Noreika (# 3208)
James W. Parrett, Jr. (#4292)
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200
jblumenfeld@mnat.com
mnoreika@mnat.com
jparrett@mnat.com

*Attorneys for Plaintiffs
sanofi-aventis and sanofi-aventis U.S. LLC*

Of Counsel:

John Desmarais
Gerald J. Flattmann, Jr.
William T. Vuk
KIRKLAND & ELLIS, LLP
Citigroup Center
153 E. 53rd Street
New York, NY 10022
(212) 446-4800

Dated: November 28, 2007

CERTIFICATE OF SERVICE

I hereby certify that on November 28, 2007 I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to:.

Mary B. Matterer
MORRIS JAMES LLP

Andre G. Bouchard, Esquire
Dominick T. Gattuso, Esquire
BOUCHARD, MARGULES & FRIEDLANDER, P.A.

Francis J. Murphy, Esquire
MURPHY & LONDON

Richard L. Horwitz, Esquire
David E. Moore, Esquire
POTTER ANDERSON & CORROON LLP

Frederick L. Corrtell, II, Esquire
Jameson A.L. Tweedie, Esquire
RICHARDS, LAYTON & FINGER, P.A.

Josy W. Ingersoll, Esquire
John W. Shaw, Esquire
YOUNG CONAWAY STARGATT & TAYLOR, LLP

Philip A. Rovner, Esquire
POTTER ANDERSON & CORROON LLP

I further certify that I caused to be served copies of the foregoing document on November 28, 2007 upon the following in the manner indicated:

Mary B. Matterer, Esquire
MORRIS JAMES LLP
500 Delaware Avenue
Suite 1500
Wilmington, DE 19801
*Counsel for Aurobindo Pharma LTD and
Aurobindo Pharma USA Inc.*

VIA ELECTRONIC MAIL

Christine J. Siwik, Esquire
Paul J. Molino, Esquire
Deanne M. Mazzochi, Esquire
RAKOCZY MOLINO MAZZOCHI SIWIK LLP
6 West Hubbard Street
Suite 500
Chicago, IL 60610
*Counsel for Aurobindo Pharma LTD and
Aurobindo Pharma USA Inc.*

VIA ELECTRONIC MAIL

Richard L. Horwitz, Esquire
David E. Moore, Esquire
POTTER ANDERSON & CORROON LLP
Hercules Plaza -- 6th Floor
1313 North Market Street
Wilmington, DE 19801
Counsel for Mylan Pharmaceuticals Inc.

VIA ELECTRONIC MAIL

Timothy H. Kratz, Esquire
Robert J. Waddell Jr., Esquire
Robert L. Florence, Esquire
MCGUIRE WOODS LLP
1170 Peachtree Street
Suite 2100
Atlanta, GA 30309
Counsel for Mylan Pharmaceuticals Inc.

VIA ELECTRONIC MAIL

Lynn E. Eccleston, Esquire
MCGUIRE WOODS LLP
1750 Tysons Boulevard
Suite 1800
McLean, VA 22102-4215
Counsel for Mylan Pharmaceuticals Inc.

VIA ELECTRONIC MAIL

Francis J. Murphy, Esquire
MURPHY & LANDON
1011 Centre Road
Suite 210
Wilmington, DE 19805
*Counsel for Torrent Pharma Inc. and Torrent
Pharmaceuticals Ltd.*

VIA ELECTRONIC MAIL

Keith D. Parr, Esquire
Kevin M. Nelson, Esquire
David B. Abramowitz, Esquire
LOCKE LORD BISSELL & LIDDELL LLP
111 South Wacker Drive
Chicago, IL 60606
*Counsel for Torrent Pharma Inc. and Torrent
Pharmaceuticals Ltd.*

VIA ELECTRONIC MAIL

Robert B. Breisblatt, Esquire
Steven E. Feldman, Esquire
Sherry L. Rollo, Esquire
WELSH & KATZ LTD.
120 S. Riverside Plaza
22nd Floor
Chicago, IL 60606
*Counsel for Sun Pharmaceutical Industries,
Inc. and Sun Pharmaceuticals Industries, Ltd.*

VIA ELECTRONIC MAIL

Josy W. Ingersoll, Esquire
John W. Shaw, Esquire
YOUNG CONAWAY STARGATT & TAYLOR, LLP
The Brandywine Building
1000 West Street
17th Floor
Wilmington, DE 19801
Counsel for Teva Pharmaceuticals USA, Inc.

VIA ELECTRONIC MAIL

Christopher J. Sorenson, Esquire
MERCHANT & GOULD
An Intellectual Property Law Firm
80 South 8th Street
3200 IDS Center
Minneapolis, MN 55402
Counsel for Teva Pharmaceuticals USA, Inc.

VIA ELECTRONIC MAIL

Andre G. Bouchard, Esquire
Dominick T. Gattuso, Esquire
BOUCHARD, MARGULES & FRIEDLANDER, P.A.
222 Delaware Avenue
Suite 1400
Wilmington, DE 19801
*Counsel for Actavis South Atlantic LLC and
Par Pharmaceutical, Inc.*

VIA ELECTRONIC MAIL

John Will Ongman, Esquire
Sanjay B. Sitlani, Esquire
AXINN, VELTROP & HARKRIDER LLP
1330 Connecticut Avenue, NW
Washington, DC 20036
*Counsel for Actavis South Atlantic LLC and
Par Pharmaceutical, Inc.*

VIA ELECTRONIC MAIL

Chad A. Landmon, Esquire
AXINN, VELTROP & HARKRIDER LLP
90 State House Square
Hartford, CT 06103-3702
*Counsel for Actavis South Atlantic LLC and
Par Pharmaceutical, Inc.*

VIA ELECTRONIC MAIL

Frederick L. Cottrell, III, Esquire
Jameson A.L. Tweedie, Esquire
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, DE 19801
*Counsel for Ranbaxy Inc. and Ranbaxy
Laboratories Limited*

VIA ELECTRONIC MAIL

Darrell L. Olson, Esquire
William R. Zimmerman, Esquire
KNOBBE, MARTENS, OLSON & BEAR
2040 Main Street
14th Floor
Irvine, CA 29614
*Counsel for Ranbaxy Inc. and Ranbaxy
Laboratories Limited*

VIA ELECTRONIC MAIL

Philip A. Rovner, Esquire
POTTER ANDERSON & CORROON LLP
Hercules Plaza
1313 North Market Street
Wilmington, DE 19801
*Counsel for Sun Pharmaceutical Industries,
Inc. and Sun Pharmaceutical Industries Ltd.*

VIA ELECTRONIC MAIL

Eric C. Cohen, Esquire
Manotti L. Jenkins, Esquire
KATTEN MUCHIN ROSENMAN LLP
525 West Monroe Street
Chicago, IL 60661-3693
*Counsel for Sun Pharmaceutical Industries,
Inc. and Sun Pharmaceutical Industries Ltd.*

VIA ELECTRONIC MAIL

/s/ Jack B. Blumenfeld

Jack B. Blumenfeld (#1014)